FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULAT UNIFORM LIMITED OFFE EMPTION

OMB APPROVAL								
OMB Number:	3235-0076							
Expires:	May 31, 2005							
Estimated average l	ourden							
hours per response	1							

SEC USE ONLY								
Prefix	Serial							
DATE RE	CEIVED							

		OTTEN	///	111011	
Name of Offering (check if this is an amen	dment and name ha	is changed, and indic	ate change.)		
Sale of Common Stock					
Filing Under (Check box(es) that apply):	☐ Rule 504	☐ Rule 505	🛛 Rule	506	Section 4(6) ULOE
Type of Filing: New Filing Am	endment				RECD S.E.C.
	A. BAS	IC IDENTIFICATION	ON DATA		
1. Enter the information requested about the is	ssuer				NOV W 3 2005
Name of Issuer (check if this is an amend	Iment and name ha	s changed, and indica	te change.)		
Eljer Holding Corp.					7000
Address of Executive Offices (1	Number and Street,	City, State, Zip Code	:)	Telephone Nu	umber (Including Area Code)
5200 Town Center Circle, Suite 470,	Boca Raton, Flor	rida, 33486		(561) 39	94-0550
Address of Principal Business Operations (if different from Executive Offices)	Number and Street,	City, State, Zip Code	:)	Telephone Ni	umber (Including Area Code)
Brief Description of Business Holding company					M PROCESSE
Type of Business Organization					1 / WON 03 5000
□ corporation □	limited partners	hip, already formed		other (ple	ease specify): W
business trust	limited partners	hip, to be formed		limited li	ability company, already for the WISON
		Month	Year		FINANCIAL
Actual or Estimated Date of Incorporation or	Organization:	0 5) 5		☐ Estimated
Jurisdiction of Incorporation or Organization:		J.S. Postal Service at N for other foreign j			DE
GENERAL INSTRUCTIONS		····			
Federal: Who Must File: All issuers making an offering 15 U.S.C. 77d(6)	g of securities in re	liance on an exemption	on under Reg	gulation D or Se	ction 4(6), 17 CFR 230.501 et seq. or

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION-

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA Enter the information requested for the following: • Each promoter of the issuer, if the issuer has been organized within the past five years; • Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and · Each general and managing partner of partnership issuers. ☐ Director Check Box(es) that Apply: ☐ Promoter Beneficial Owner ☐ Executive Officer ☐ General and/or Managing Partner Full Name (Last name first, if individual) Sun Eljer, LLC Business or Residence Address (Number and Street, City, State, Zip Code) 5200 Town Center Circle, Suite 470, Boca Raton, Florida, 33486 Check Box(es) that Apply: □ Promoter ■ Beneficial Owner □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Leder, Marc J. Business or Residence Address (Number and Street, City, State, Zip Code) 5200 Town Center Circle, Suite 470, Boca Raton, Florida, 33486 ☐ Beneficial Owner ☐ Promoter Check Box(es) that Apply: □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Krouse, Rodger R. Business or Residence Address (Number and Street, City, State, Zip Code) 5200 Town Center Circle, Suite 470, Boca Raton, Florida, 33486 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) McConvery, Michael J. Business or Residence Address (Number and Street, City, State, Zip Code) 5200 Town Center Circle, Suite 470, Boca Raton, Florida, 33486 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) ☐ General and/or Check Box(es) that Apply: Promoter ■ Beneficial Owner ■ Executive Officer □ Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

				В.	INFORMA	ATION ABO	OUT OFFE	RING		., .,		
1. Has	the issuer s	old, or doe					l investors n 2, if filing				Yes	No
2. What is the minimum investment that will be accepted from any individual?										<u>\$475.00</u>		
3. Does the offering permit joint ownership of a single unit?											Yes	No ⊠
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
Full Na	•	ame first, it	findividua	1)								
Busines	s or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Coo	de)			A HOUSE AND A STREET		
Name o	f Associate	ed Broker o	r Dealer				***************************************	<u></u>				
					ends to Sol						🔲 All	States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT] 	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	me (Last n	ame first, i	i individua	1)								
Busines	s or Reside	ènce Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Coo	de)					
Name o	f Associate	ed Broker o	r Dealer									
					ends to Sol							States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[XT]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	me (Last n	ame first, i	f individua	1)								
Busines	s or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Co	de)					
Name o	f Associate	ed Broker o	or Dealer									
					ends to Sol		sers	•••••			🔲 Ali	l States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\square\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged Amount Already Aggregate Type of Security Offering Price Sold Debt \$0 \$13,833.00 \$13,833.00 Equity ☐ Preferred ⊠ Common \$0 Convertible Securities (including warrants)..... Partnership Interests. \$0 \$0 Other (Specify _____) \$0 Total..... \$13,833.00 \$13,833.00 Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount Investors of Purchases 3 \$13,833.00 Accredited Investors Non-accredited Investors N/A Total (for filings under Rule 504 only) N/A N/A Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Dollar Amount Type of Offering Security Sold Rule 505 Regulation A..... \$ Rule 504 \$ Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees. \$0 Printing and Engraving Costs \$0 \$0 Legal Fees Accounting Fees \$0 Engineering Fees Sales Commission (specify finders' fees separately)..... \$0 Other Expenses (identify) \$0 Total \$0

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	C. OFFERING PRICE	E, NUMBER OF INVESTORS, EXPENSES AND USE	OF	PROCEEDS		
b.	and total expenses furnished in response	ate offering price given in response to Part C – Quest to Part C – Question 4.a. This difference is the "adj	uste	d	<u>\$13,</u>	<u>833.00</u>
5.	each of the purposes shown. If the amou	od proceeds to the issuer used or proposed to be used int for any purpose is not known, furnish an estimate. The total of the payments listed must equal the adjust esponse to Part C – Question 4.b above.	and	Į.		
				Payments to Officers, Directors & Affiliates		Payments To Others
	Salaries and fees*			\$0		\$0
	Purchase of real estate			\$0		\$0
	Purchase, rental or leasing and insta	llation of machinery and equipment		\$0		\$0
	Construction or leasing of plant buil	dings and facilities		\$0		\$0
	offering that may be used in exchan	luding the value of securities involved in this ge for the assets or securities of another issuer		\$0		\$0
	Repayment of indebtedness			\$0		\$0
	Working capital			\$0	\boxtimes	\$13,833.00
	Other (specify):			\$0		\$0
				<u>\$0</u> <u>\$13</u>		\$13,833.00
	Total Payments Listed (column tota	ls added)		<u> </u>	0.623.0	<u>y</u>
		D. FEDERAL SIGNATURE				
foll	owing signature constitutes an undertakir	signed by the undersigned duly authorized person. In g by the issuer to furnish to the U.S. Securities and by the issuer to any non-accredited investor pursual	Ėxc	hange Commissi	on, up	on written
Issu	ner (Print or Type)	Signature AMI		Date		
Eli	er Holding Corp.	Muhal Malaney		October 31,	2005	
	ne of Signer (Print or Type)	Title of Signer (Print or Type)			-	<u> </u>
.	dead I McConsens	Vice President of Issuer				
IVII	chael J. McConvery	vice riesident of issuef				

	E. STATE SIGNATURE									
	230.262 presently subject to any of the disqualification		Yes	No						
	See Appendix, Column 5, for state response	e .								
2. The undersigned issuer hereby und Form D (17 CFR 239.500) at such	dertakes to furnish to any state administrator of any s times as required by state law.	tate in which this notice is	filed, a no	tice on						
3. The undersigned issuer hereby un issuer to offerees.	3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.									
Limited Offering Exemption (UL	that the issuer is familiar with the conditions that mo OE) of the state in which this notice is filed and und if establishing that these conditions have been satisfi-	erstands that the issuer clair								
The issuer has read this notification undersigned duly authorized person.	and knows the contents to be true and has duly caus	sed this notice to be signed	on its beh	alf by the						
Issuer (Print or Type)	Signature audit	Date								
Eljer Holding Corp. Mulli (Omely) October 31, 2005										
Name (Print or Type)	Title (Print or Type)									
Michael J. McConvery	Michael J. McConvery Vice President of Issuer									

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

						_			
1	2	2	3	4					5 ification
	to non-at	to sell . ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
				Number of Accredited		Number of Non-Accredited			
State	Yes	No		Investors	Amount**	Investors	Amount	Yes	No
AL		⊠	*	0	0	0	0		Ø
AK		☒	*	0	0	0	0		⊠
AZ		⊠	*	0	0	0	0		⊠
AR		☒	*	0	0	0	0		☒
CA		⊠	*	0	0	0	0		⊠
СО		⊠	*	0	0	0	0		⊠
СТ		⊠	*	0	0	0	0		⊠
DE		⊠	*	0	0	0	0		Ø
DC		⊠	*	0	0	0	0		⊠
FL		×	*	1	\$12,667.00	0	0		⊠
GA		Ø	*	0	0	0	0		Ø
ні		×	*	0	0	0	0		⊠
ID		⊠	*	0	0	0	0		⊠
IL		⋈	*	0	0	0	0		
IN		×	*	0	0	0	0		⊠
IA		⋈		0	0	0	0		⊠
KS		⊠	*	0	0	0	0		Ø
KY		Ø	*	0	0	0	0		⊠
LA		⊠	*	0	0	0	0		⊠
ME		Ø	*	0	0	0	0		⊠
MD		×	*	0	0	0	0		×
MA		⊠	*	0	0	0	0		⊠
MI		×	*	0	0	0	0		⊠
MN		×	*	0	0	0	0		⊠
MS		×	*	0	0	0	0		⊠
МО		×	*	0	0	0	0		⊠
MT		×	*	0	0	0	0		⊠
NE		⊠	*	0	0	0	0		⊠

APPENDIX

1	2	2	3			4		1	5	
	to non-a	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)					Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
				Number of Accredited		Number of Non-Accredited				
State	Yes	No		Investors	Amount**	Investors	Amount	Yes	No	
NV		☒	*	0	0	0	0		☒	
NH		☒	*	0	0	0	0		☒	
NJ		⊠	*	0	0	0	0		⊠	
NM		×	*	0	0	0	0		⊠	
NY		\boxtimes	*	1	\$475.00	0	0		⊠	
NC		⊠	*	0	0	0	0		\boxtimes	
ND		×	*	0	0	0	0		×	
ОН		\boxtimes	*	0	0	0	0			
OK		⊠	*	0	0	0	0		⊠	
OR		⊠	*	0	0	0	0		⊠	
PA		⊠	*	0	0	0	0		Ø	
RI		⊠	**	0	0	0	0		⊠	
SC		⊠	*	0	0	0	0		\boxtimes	
SD		×	*	0	0	0	0		⊠	
TN		⊠	*	0	0	0	0		⊠	
TX		×	*	0	0	0	0		×	
UT		⊠	*	0	0	0	0		Ø	
VT		×	*	0	0	0	0		⊠	
VA		×	*	0	0	0	0		×	
WA		Ø	*	0	0	0	0		×	
WV		⋈	*	0	0	0	0			
WI		⊠	*	0	0	0	0		×	
WY		⊠	*	0	0	0	0		×	
PR		×	*	0	0	0	0		×	